

RECORDATION NO. 21666 FILED

SEP 25 '98 10-15A

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20006-2973 RECORDATION NO. 21666-A, B, C, D, E FILED OF COUNSEL
URBAN A. LESTER

(202) 393-2266 SEP 25 '98 10-15AM
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September 23, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Santa Clara County (VTA 1998-FH)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (VTA 1998-FH), dated as of September 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: namely, Memoranda of Head Lease Supplement (VTA 1998-FH) (Lot 1), Head Lease Supplement (VTA 1998-FH) (Lot 2), Sublease Agreement (VTA 1998-FH), Sublease Supplement (VTA 1998-FH) (Lot 1), and Sublease Supplement (VTA 1998-FH) (Lot 2), all of which are dated September 24, 1998

The names and addresses of the parties of the enclosed documents are:

Head Lease Agreement
Head Lease Supplement (Lot 1),
and
Head Lease Supplement (Lot 2)

Head Lessor Santa Clara County Transit District
3331 North First Street
San Jose, California 95134

Head Lessee State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

Counterpart - Betty G...

SEP 25 10 15 AM '98
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
September 23, 1998
Page 2

C —————> Sublease Agreement
Sublease Supplement (Lot 1)
and
Sublease Supplement (Lot 2)

Sublessor: State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

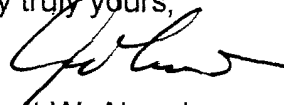
Sublessee: Santa Clara County Transit District
3331 North First Street
San Jose, California 95134

A description of the railroad equipment covered by the enclosed documents is attached to Schedule A to the Lease Supplement Lot 1 and Lease Supplement Lot 2.

Also enclosed is a check in the amount of \$156.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned:

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21666 FILED C
SEP 25 '98 10-15 AM

MEMORANDUM OF SUBLEASE AGREEMENT (VTA 1998-FH)

Memorandum of Sublease Agreement (VTA 1998-FH), made and entered into on
September ²⁴~~23~~, 1998 by and between State Street Bank and Trust Company of Connecticut,
National Association ("Sublessor") and Santa Clara County Transit District ("Sublessee").

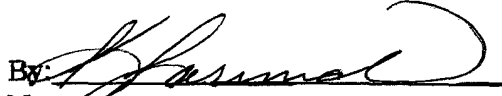
WITNESSETH:

The undersigned have entered into that certain Sublease Agreement (VTA 1998-FH),
dated as of September ²⁴~~23~~, 1998, whereby the Sublessor has agreed to sublease to the Sublessee
and the Sublessee has agreed to sublease from the Sublessor certain railroad equipment bearing
car numbers as listed on Schedule A attached hereto, subject to the term defined in said Sublease
Agreement (VTA 1998-FH).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be
duly executed as of the date and year first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as otherwise
expressly set forth therein, but solely as Trustee

By: 
Name: Kathy A. Larimore
Title: Assistant Vice President

SANTA CLARA COUNTY TRANSIT DISTRICT

By: _____
Name: _____
Title: _____

STATE OF CONNECTICUT §

COUNTY OF HARTFORD §

BEFORE ME, the undersigned notary public, on this day personally appeared
KATHY A. LARIMORE of State Street Bank and Trust Company of Connecticut, National
Association, not in its individual capacity except as otherwise expressly set forth therein, but solely
as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to
be the person whose name is subscribed to the foregoing instrument, and acknowledged to me
that he executed the same for the purposes and consideration therein expressed as the act and
deed of State Street Bank and Trust Company of Connecticut, National Association, not in its
individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this day of September, 1998.

(SEAL)

Notary Public

KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/99

STATE OF _____ §

COUNTY OF _____ §

BEFORE ME, the undersigned notary public, on this day personally appeared
_____ of Santa Clara County Transit District, known to me (or proved to me
by presentation of such individual's driver's license) to be the person whose name is subscribed
to the foregoing instrument, and acknowledged to me that he executed the same for the purposes
and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this day of September, 1998.

(SEAL)

Notary Public

STATE OF NEW YORK §

COUNTY OF NEW YORK §

BEFORE ME, the undersigned notary public, on this day personally appeared _____ of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this _____ day of September, 1998.

(SEAL)

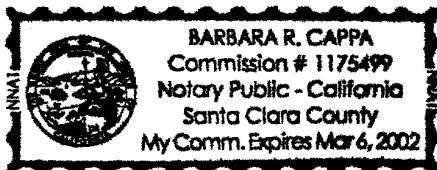
Notary Public

STATE OF *California* §

COUNTY OF *Santa Clara* §

BEFORE ME, the undersigned notary public, on this day personally appeared *Scott Buker* of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this *21st* day of September, 1998.




Barbara R. Cappa
Notary Public

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be
duly executed as of the date and year first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as otherwise
expressly set forth therein, but solely as Trustee

By: _____
Name:
Title:

SANTA CLARA COUNTY TRANSIT DISTRICT

By: 
Name:
Title:

SCHEDULE A TO SUBLEASE SUPPLEMENT NO. 1

**Description of Railcars; Appraised Values
Equipment Lot No. 1**

Type	Running No.	Appraised Value Per Railcar
UTDC Light Rail Vehicle	818	\$2,070,000
UTDC Light Rail Vehicle	835	\$2,070,000
UTDC Light Rail Vehicle	837	\$2,070,000
UTDC Light Rail Vehicle	844	\$2,070,000
UTDC Light Rail Vehicle	850	\$2,070,000

SCHEDULE A TO SUBLEASE SUPPLEMENT NO. 1

Description of Railcars; Appraised Values
Equipment Lot No. 2

Type	Running No.	Appraised Value Per Railcar
UTDC Light Rail Vehicle	801	\$2,140,000
UTDC Light Rail Vehicle	816	\$2,140,000
UTDC Light Rail Vehicle	817	\$2,140,000
UTDC Light Rail Vehicle	819	\$2,140,000
UTDC Light Rail Vehicle	822	\$2,140,000
UTDC Light Rail Vehicle	823	\$2,140,000
UTDC Light Rail Vehicle	824	\$2,140,000
UTDC Light Rail Vehicle	825	\$2,140,000
UTDC Light Rail Vehicle	826	\$2,140,000
UTDC Light Rail Vehicle	827	\$2,140,000
UTDC Light Rail Vehicle	828	\$2,140,000
UTDC Light Rail Vehicle	829	\$2,140,000
UTDC Light Rail Vehicle	830	\$2,140,000
UTDC Light Rail Vehicle	834	\$2,140,000
UTDC Light Rail Vehicle	838	\$2,140,000
UTDC Light Rail Vehicle	839	\$2,140,000
UTDC Light Rail Vehicle	840	\$2,140,000
UTDC Light Rail Vehicle	842	\$2,140,000
UTDC Light Rail Vehicle	843	\$2,140,000
UTDC Light Rail Vehicle	845	\$2,140,000
UTDC Light Rail Vehicle	846	\$2,140,000
UTDC Light Rail Vehicle	847	\$2,140,000
UTDC Light Rail Vehicle	848	\$2,140,000
UTDC Light Rail Vehicle	849	\$2,140,000